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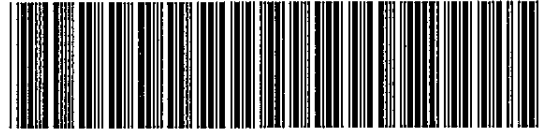
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CAPITAL CONNECTION, INC.

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Sand piper - Newleaf, LLC

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
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- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
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- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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Signature

Requested by:

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ARTICLES OF ORGANIZATION

OF

SANDPIPER-NEWLEAF, LLC

a Florida Limited Liability Company

FILED
05 MAR 15 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act", do hereby adopt the following Articles of Organization for such company:

ARTICLE I

(NAME)

The name of this limited liability company shall be:

Sandpiper-Newleaf, LLC

ARTICLE II

(Duration/Continuation)

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate upon the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the company is continued by the consent of all of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to acquire by purchase, lease,

gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds, and to transact any other lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

(Principal Office and Address)

The mailing address and street address of the principal office of this company is 14021 Bentley Circle, Fort Myers, Florida 33912.

ARTICLE V

(Registered Agent and Address)

The name and street address of the initial Registered Agent of this company for service of process in the State of Florida is Frank J. Aloia, Jr., 2250 First Street, Fort Myers, Florida 33901

ARTICLE VI

(Capital Contributions)

A member's contribution to the capital of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. The Company shall keep at its principal office appropriate written records regarding the

amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

ARTICLE VII

(Additional Capital Contributions)

Each member shall make additional capital contributions to the Company only upon the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

(Management of Company)

The Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of the initial managers of the company are Steven C. Gibboney and John Lesousky.

The Company shall be managed by the managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>Name</u>	<u>Address</u>	
Steven C. Gibboney	14021 Bentley Circle Fort Myers, Florida 33912	Managing Member
John Lesousky	3706 N. Ocean Blvd., #406 Fort Lauderdale, Florida 33308	Managing Member
Newleaf VI, LLC	2706 First Street Fort Myers, Florida 33916	Member

ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be in such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Managers of the Company. In the event a new Member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE XI

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Manager(s) of the Company. Regulations adopted by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Managers, and the Managers may prescribe in any regulations made by them that such Regulations may not be altered, amended or repealed.

ARTICLE XII

(Informal Action of Members)

Any action of the Managers or Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon

such action at a meeting.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager(s) of this Company unless otherwise provided herein.

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company, unless approved by all of the Managers of the Company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this Company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

ARTICLE XV

(Withdrawal or Reduction of Member's Contributions to Capital)

A Member shall not receive out of the Company property any part of his or her contribution to capital until:

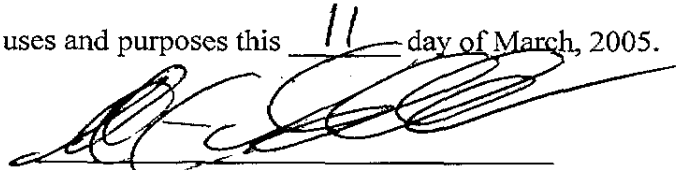
1. All liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company

remains to pay them;

2. The consent of all members is had, unless the return of the contributions to capital may be rightfully demanded.
3. These articles of organization are cancelled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or her contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned members have made and subscribed these Articles of Organization for the foregoing uses and purposes this 11 day of March, 2005.


Steven C. Gibboney, Managing Member


STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Steven Gibboney, to me well known to be a Managing Member of Sandpiper-Newleaf, LLC and who subscribed the Above Articles of Organization and he each freely and voluntarily acknowledged before me that he executed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 11th day of March, 2005.

FRANKLYN J. ALOIA JR.
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD309678
EXPIRES 4/12/2008
BONDED THRU 1-888-NOTARY1


NOTARY PUBLIC



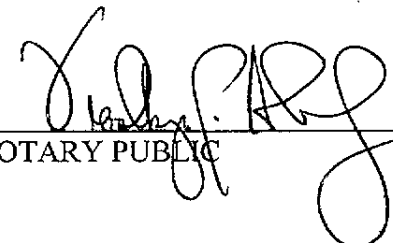
John Lesousky, Managing Member

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared John Lesousky, to me well known to be a Managing Member of Sandpiper-Newleaf, LLC and who subscribed the Above Articles of Organization and he each freely and voluntarily acknowledged before me that he executed the same for the use and purposes set forth therein.

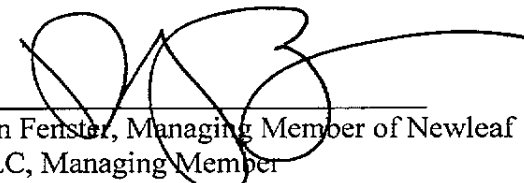
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 11th day of March, 2005.

FRANKLYN J. ALOIA JR.
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD309678
EXPIRES 4/12/2008
BONDED THRU 1-888-NOTARY1



NOTARY PUBLIC

NEWLEAF VI, LLC



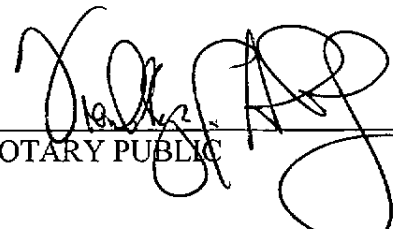
Brian Fenster, Managing Member of Newleaf I, LLC, Managing Member

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared Brian Fenster, Managing Member of Newleaf I, LLC, Managing Member of Newleaf VI, LLC, to me well known to be a Member of Sandpiper-Newleaf, LLC and who subscribed the Above Articles of Organization and it each freely and voluntarily acknowledged before me that it executed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 10th day of March, 2005.

FRANKLYN J. ALOIA JR.
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD309678
EXPIRES 4/12/2008
BONDED THRU 1-888-NOTARY1

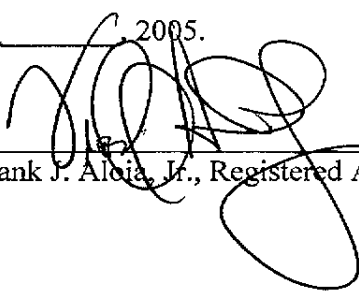


NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

I, Frank J. Aloia, Jr., having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in the Articles of Organization, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 11th day of March, 2005.



Frank J. Aloia, Jr., Registered Agent